

FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554

IN REPLY REFER TO:
1800B3- PAS

CALL LETTERS : WLWZ; WLWZ-FM
DATE GRANTED : FEB 25 1994
FILE NUMBER(S) : BAL-940210GL
BALH-940210GM

WLWZ LICENSE SUBSIDIARY, INC
1675 BRANDON HALL DRIVE
ATLANTA, GA 30350

NOTICE TO ASSIGNEE:

Enclosed is FCC Form 732 notifying you of Commission consent to the assignment of the construct permit and/or license of the station(s) therein described. Voluntary assignments are required to be completed within sixty (60) days of the date granted.

In addition to the filing of the below mentioned FCC Form 323, you are required to immediately notify this office (1880B3), by letter, as to the exact date of the consummation; that is, the date on which the acts necessary to effect the assignment was completed.

Within thirty (30) days after the consummation of the assignment it will be necessary for you submit an Ownership Report (FCC Form 323) reporting all changes as required by Section 73.3615 of the Rules. Where applicable, a separate Ownership Report should also be completed and submitted for any holding company (25% or greater ownership interest) of the licensee/permittee. Contractual information required by Section 73.3613 should be reported for the assignee in Item 6, page one of the Ownership Report and copies of each instrument should be submitted with the report. If this is an involuntary assignment that was the result of a death or court action, an Ownership Report must be filed to determine that all requirements of the Rules have been met and reported.

In the event the assignee is the licensee/permittee of another station and has current Ownership Report on file, you may complete and file only page one of FCC Form 323 to reflect the acquisition of the station(s) listed above. FCC Form 323 is enclosed for filing convenience. Instructions for completing the report are on the reverse side.

It is of the utmost importance that all Commission correspondence comes to the immediate attention of the permittee of licensee. Only one mailing address can be maintained for each station. Unless we hear from you to the contrary, the above address will be used as your permanent mailing address.

If the assignor has any applications pending before the Commission, these applications must be amended to reflect the name of the assignee. Upon consummation of the assignment, amendments to each application must be filed by the assignee, in triplicate, signed by the proper party (see Section 73.3513 of the Rules). Further processing of these applications will be pending receipt of the amendment.

Chief, FM Branch
Mass Media Bureau

Enclosures
cc: Ownership

FCC MAIL SECTION

FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20054

Nov 23 1 15 PM '94

NOV 23 1994

In Reply Refer To:
8910 - SML
Stop Code 1800B2

Carl V. Venters, Jr.
Voyager Communications, Inc.
6131 Falls of Neuse Road, Suite 112
P.O. Box 20128
Raleigh, NC 27619-0128

In re: WLWZ (AM)
Easley, SC

Dear Sir or Madame:

This letter concerns your pending request for authority to remain silent. Temporary authority is hereby granted for the above-referenced station(s) to remain silent for three months from the date of this letter.

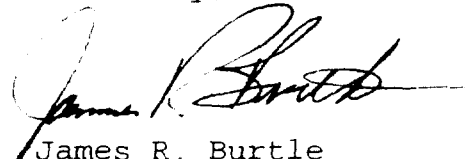
On December 11, 1991, the Commission adopted a Report and Order (copy attached) which amended Part 1 of the Commission's Rules, to implement Section 5301 of the Anti Drug Abuse Act of 1988. Pursuant to the Report and Order, any requests for extension of this authority must be accompanied by a certification that neither the applicant nor any party to the request is subject to a denial of Federal benefits under Section 5301. Please use the attached certification page to comply with this requirement.

Any further requests for extension of this authority must be accompanied by a detailed summary of steps taken to return the station to on-air operations.

It will be necessary to maintain prescribed tower lighting in accordance with the station's license authorization. If an extension is not required, you are requested to notify the Commission, in writing, of the exact date the station resumes on-air operations.

In the event that any AM station remains silent for a period over 6 months, it will be necessary to file with the Commission, prior to returning the station to on-air operations, an FCC Form 302 for direct measurement of power which should include a partial proof of performance for stations with directional antennas.

Sincerely,



James R. Burtle
Chief, AM Branch
Audio Services Division
Mass Media Bureau

Attachments

8910-SML
WLWZ (AM)

ANTI-DRUG ABUSE ACT CERTIFICATION

The applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862a, or, in the case of a non-individual applicant (e.g. corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b).

[] Yes

[] No

o Name of Applicant	o Signature	o
o	o	o
o	o	o
o Date	o Title	o
o	o	o
o	o	o

FEDERAL COMMUNICATIONS COMMISSION

Washington, D.C. 20054

FCC MAIL SECTION

AUG 11 1994

In Reply Refer To:

8910 - SML

Stop Code 1800B2

AUG 12 7 04 AM '94

Mark J. Prak, Esq.
Tharrington, Smith & Hargrove
186 Fayetteville Street Mall
P.O. Box 1151
Raleigh, NC 27602

In re: WLWZ (AM)
Easley, South Carolina

Dear Sir or Madame:

This letter concerns your pending request for authority to remain silent. Temporary authority is hereby granted for the above-referenced station(s) to remain silent for three months from the date of this letter.

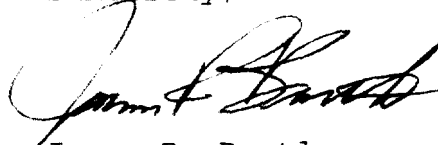
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Sincerely,



James R. Burtle
Chief, AM Branch
Audio Services Division
Mass Media Bureau

Attachments

8910-SML
WLWZ (AM)

ANTI-DRUG ABUSE ACT CERTIFICATION

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☐ Yes

☐ No

<input type="checkbox"/> Name of Applicant	<input type="checkbox"/> Signature	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Date	<input type="checkbox"/> Title	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

VOYAGER COMMUNICATIONS, INC.

**Post Office Box 20128
Raleigh, NC 27619-0128**

**6131 Falls of Neuse Road
Suite 112**

August 2, 1994

**Mr. James Burtle
Chief of AM Branch
Federal Communications Commission
Room 342
1919 M Street, N.W.
Washington, DC 20554**

RE: WLWZ-(AM), Easley, SC

Dear Mr. Burtle,

Pursuant to my telephone conversation of August 1, 1994 with Sharlene Lofty, I am writing to inform you that Voyager Communications, Inc. station WLWZ-(AM), Easley, SC is still off the air and has been since December 10, 1993 when we informed the Commission that the station was under contract to be sold and operations were discontinued pending a search for an appropriate main studio.

The sale of WLWZ-(AM) did not materialize and it left Voyager Communications, Inc. in an awkward situation of having to revise its overall plan. Unfortunately, there was a miscommunication between us and our attorney and the Commission was not notified that the station was to remain off the air until a new buyer was found.

In the past several months there have been no less than five interested buyers who have visited the station and talked with me about purchasing the station.

Last week we received an offer to purchase the land and building with the intent of selling the License to another buyer who I am told by the broker, Mr. Ted Gray, that an offer is now being prepared.

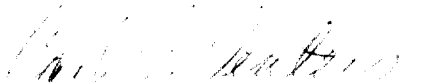
The station's studio building needs a new roof and several other large repairs before it will become operable. The new property owner has agreed to make these improvements so a new Licensee will be able to operate the station from the main studio.

Therefore, pursuant to section 73.1740(a)(4) of the rules it is respectfully requested the Voyager Communications, Inc. (Licensee) be granted authority to remain off the air for a period of 90 days while the sale is being consummated and repairs are being made to the studio.

I, the undersigned, certify that I or any other party of Voyager Communications, Inc. has not been denied any Federal benefits under the Federal Anti-drug Abuse Act.

Thank you for your understanding and consideration of this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Carl V. Venters, Jr.", written in dark ink.

Carl V. Venters, Jr.
Chairman and Secretary
Voyager Communications, Inc.

CVV/jm

21

FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20054

FCC MAIL SECTION

AUG 11 1994

In Reply Refer To:
8910 - SML
Stop Code 1300B2

12 7 04 AM '94

Mark J. Prak, Esq.
Tharrington, Smith & Hargrove
209 Fayetteville Street Mall
P.O. Box 1151
Raleigh, NC 27602

In re: **WLWZ (AM)**
Easley, South Carolina

Dear Sir or Madame:

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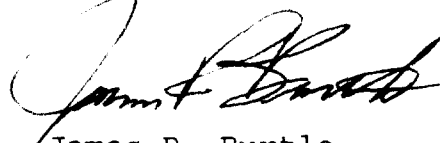
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Sincerely,



James R. Burtle
Chief, AM Branch
Audio Services Division
Mass Media Bureau

Attachments

8910-SML
WLWZ (AM)

ANTI-DRUG ABUSE ACT CERTIFICATION

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[] Yes

[] No

° Name of Applicant	° Signature	°
°	°	°
°	°	°
° Date	° Title	°
°	°	°
°	°	°

FEDERAL COMMUNICATIONS COMMISSION

Washington, D.C. 20054

FCC MAIL SECTION

AUG 11 1994

In Reply Refer To:
8910 - SML
Stop Code 1800B2

12 7 04 AM '94

Carl V. Venters, Jr.
Voyager Communications, Inc.
6131 FALLOUT BY Neuse Road, Suite 112
P.O. Box 20128
Raleigh, NC 27619-0128

In re: WLWZ (AM)
Easley, SC

Dear Sir or Madame:

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Sincerely,


James R. Burtie
Chief, AM Branch
Audio Services Division
Mass Media Bureau

Attachments

8910-SML
WLWZ (AM)

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[] Yes

[] No

o Name of Applicant	o Signature	o
o	o	o
o	o	o
o Date	o Title	o
o	o	o
o	o	o

RM-739

M-11-1-2

FCC MAIL SECTION FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

JAN 11 11 47 AM '94

JAN 06 1994

**IN REPLY REFER TO:
STOP CODE 1800B2
8910-SML**

DISPATCHED BY

Mark J. Prak, Esq.
Tharrington, Smith & Hargrove
2000 L Street, NW., Suite 200
Washington, DC 20036

In re: WLWZ (AM)
Easley, South Carolina

Dear Applicant:


This is in reference to your pending request for Special Temporary Authority (STA) for the above-referenced station to remain silent.

On December 11, 1991, the Commission adopted a Report and Order (see attached copy) to amend Part 1 of the Commission's Rules to implement Section 5301 of the Anti-Drug Abuse Act of 1988. Effective February 3, 1992, applicants requesting STA are required to certify that neither the applicant nor any party to the request is subject to a denial of Federal Benefits under Section 5301.

Action will be deferred on your request pending receipt of your certification (See attached sample certification). Your certification should be directed to:

AM Branch, Room 342
Federal Communications Commission
1919 M Street, N.W.
Washington, DC 20554

Sincerely,



James R. Burtle
Chief, AM Branch
Audio Services Division
Mass Media Bureau

Attachments

8910-SML
WLWZ (AM)

ANTI-DRUG ABUSE ACT CERTIFICATION

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[] Yes

[] No

° Name of Applicant	° Signature	°
°	°	°
°	°	°
° Date	° Title	°
°	°	°
°	°	°

LAW OFFICES

FISHER, WAYLAND, COOPER AND LEADER

2001 PENNSYLVANIA AVENUE, N.W.

SUITE 400

WASHINGTON, D. C. 20006-1851

TELEPHONE (202) 659-3494

TELECOPIER (202) 296-6518

WRITER'S DIRECT NUMBER

(202) 775-5665

February 10, 1994

BEN C. FISHER
GROVER C. COOPER
MARTIN R. LEADER
RICHARD R. ZARAGOZA
CLIFFORD M. HARRINGTON
JOEL R. KASWELL
KATHRYN R. SCHMELTZER
DOUGLAS WOLOSHIN
DAVID D. OXENFORD
BARRY H. GOTTFRIED
ANN K. FORD
BRUCE D. JACOBS
ELIOT J. GREENWALD
CARROLL JOHN YUNG
JOHN JOSEPH MCVEIGH
GLENN S. RICHARDS
BARRIE D. BERMAN
BRUCE F. HOFFMEISTER
SCOTT R. FLICK
FRANCISCO R. MONTERO
GREGORY L. MASTERS*
ROBERT C. FISHER
LAUREN ANN LYNCH
JOHN M. BURGETT*
SHARON L. TASMAN*
THERESA A. SMYTH
JULIE ARTHUR GARCIA
LAUREN SCHAEFER DRAKE*
HOWARD C. GRIBOFF*

BEN S. FISHER
(1890-1954)

CHARLES V. WAYLAND
(1910-1980)

OF COUNSEL
JOHN O. HEARNE

1111 1111 1111
ORIGINAL

*NOT ADMITTED IN D.C.

VIA HAND-DELIVERY:

Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

Re: WLWZ (AM) / WLWZ-FM, Easley, SC

Dear Mr. Caton:

Transmitted on behalf of HMW Communications, Inc., the licensee of WLWZ (AM) / WLWZ-FM, Easley, South Carolina, is an application requesting Commission consent to assign the licenses to WLWZ License Subsidiary, Inc., a wholly owned subsidiary of HMW Communications, Inc. Attached hereto is a check made payable to the Federal Communications Commission in the amount of \$160.00 which is the filing fee.

If there are any questions concerning this matter, please communicate with the undersigned.

Very truly yours,


Martin R. Leader

MRL/dm
3697-001

Attachments

Approved by OMB
3080-0009
Expires 4/30/90

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

APPLICATION FOR CONSENT TO ASSIGNMENT OF
RADIO BROADCAST STATION CONSTRUCTION PERMIT OR
LICENSE OR TRANSFER OF CONTROL OF CORPORATION
HOLDING RADIO BROADCAST STATION CONSTRUCTION
PERMIT OR LICENSE

(Short Form)

APPLICANT SHOULD NOT USE THIS BOX

GENERAL INSTRUCTIONS

- A. This form is to be used when applying for authority for Assignment of a Radio Broadcast Station Construction Permit or License or for Consent to Transfer of Control of Corporation Holding Radio Broadcast Station Construction Permit or License where:
1. There is an assignment from an individual or individuals (including partnerships) to a corporation owned and controlled by such individual(s) or partnerships without any substantial change in their relative interests.
 2. There is an assignment from a corporation to its individual stockholders without effecting any substantial change in the disposition of their interests.
 3. There is an assignment or transfer by which certain stockholders retire, provided that the interest transferred is not a controlling one.
 4. There is a corporate reorganization which involves no substantial change in the beneficial ownership of the corporation.
 5. Where there is an assignment or transfer from a corporation to a wholly owned subsidiary thereof or vice versa, or where there is an assignment from a corporation to a corporation owned or controlled by the assignor stockholders without substantial change in their interests.
 6. There is an assignment of less than a controlling interest in a partnership.
 7. There is an involuntary transfer to an Executor, Administrator or other court appointed officer caused by death or legal disability. (Note: This form does not cover assignments (or transfers) from the Executor, Administrator or other court appointed officers to the ultimate beneficiary.)
- B. The Commission reserves the right to require refiling of the application on Forms 314 or 315 if in its judgement this form does not apply to the assignment or transfer when approval is sought.
- C. Number exhibits serially in the space provided in the body of the form and list each exhibit in the space provided on the back of this sheet. Date each exhibit.
- D. The names of the applicants shall be the exact corporate names, if corporations; if partnerships, the names of all partners and the names under which the partnerships do business; if unincorporated associations, the names of executive officers, their offices, and names of the associations.
- E. Information called for by this application which is already on file with the Commission need not be refilled in this application provided (1) the information is now on file in another or FCC form filed by or on behalf of these applicants; (2) the information is identified fully by reference to the file number (if any), the FCC form number, and the filing date of the application or other form containing the information and the page or paragraph referred to and (3) after making the reference, the applicants state: "No change since date of filing." Any such reference will be considered to incorporate into this application all information, confidential or otherwise, contained in the application or other form referred to. The incorporated application or other form will thereafter, in its entirety, be open to the public.
- F. This application shall be personally signed by the applicant, if the applicant is an individual; by one of the partners, if the applicant is a partnership; by an officer, if the applicant is a corporation; by a member who is an officer, if the applicant is an unincorporated association; or by the applicant's attorney in case of the applicant's physical disability or of his absence from the United States. The attorney shall, in the event he signs for the applicant, separately set forth the reason why the application is not signed by the applicant. In addition, if any matter is stated on the basis of the attorney's belief only (rather than his knowledge), he shall separately set forth his reasons for believing that such statements are true.
- G. PREPARE AND FILE THREE COPIES OF THIS FORM AND ALL EXHIBITS WITH FEDERAL COMMUNICATIONS COMMISSION, WASHINGTON, D. C. 20554.
- H. BE SURE ALL NECESSARY INFORMATION IS FURNISHED AND ALL PARAGRAPHS ARE FULLY ANSWERED. IF ANY PORTIONS OF THE APPLICATION ARE NOT APPLICABLE, SPECIFICALLY SO STATE. DEFECTIVE OR INCOMPLETE APPLICATIONS MAY BE RETURNED WITHOUT CONSIDERATION.

File No.

94021 OGL
94021 OGM

1. Application for: (Check One)

☒ Consent to Assignment

☐ Consent to Transfer of

2. Name and post office address of assignor (or transferor)

HMW Communications, Inc.
1675 Brandon Hall Drive
Atlanta, GA 30350

3. Send notices and communications to the following-named person at the post office address indicated

Owen Weber
1675 Brandon Hall Drive
Atlanta, GA 30350

4. Name and post office address of assignee (or transferee)

WLWZ License Subsidiary, Inc.
1675 Brandon Hall Drive
Atlanta, GA 30350

5. Name and post office address of licensee (or permittee)

HMW Communications, Inc.
1675 Brandon Hall Drive
Atlanta, GA 30350

6. Authorization which is proposed to be assigned or transferred:

Call Letters

WLWZ (AM)

WLWZ-FM

Location

Easley, South Carolina

Easley, South Carolina

Class of station

(AM-FM-TV)

AM/FM

File Number

7. Authorizations of any Remote Pickup, STL, SCA, or other stations held by licensee (or permittee) which are to be assigned or transferred:

Call Letters

WLJ-233 KPG-222

KPL-524

8. State file numbers of any other pending applications which involve the licensee (or permittee)

BAL-931122GH/BALH-931122GI

9. Attach as Exhibit No. 1 a full narrative statement of the circumstances leading to the assignment (or transfer) and the reasons therefor. Fill out Item 15 to show the disposition of stock partnership interests both before and after the proposed assignment (or transfer). The name, residence, citizenship and office, if any, of each stockholder (or partner) should also be shown.

10.a. If the assignment (or transfer) is voluntary:

- (1) Attach as Exhibit No. 2 all contracts, agreements or understandings (the substance of oral agreements should be reduced to writing) by which the stock (or other interest) is transferred.

b. If the assignment (or transfer) is involuntary:

- (1) In the case of bankruptcy, or legal disability of the assignor (or transferor), attach as Exhibit No. _____ certified copy of all court orders pertaining to the assignment (or transfer).
- (2) In case of death of the assignor (or transferor), attach as Exhibit No. _____ the Will or Letters Testamentary and all pertinent court orders.

11. Attach as Exhibit No. 1 a statement showing the consideration or thing of value, if any, which is to be given for the stock or interest being assigned (or transferred). If the consideration is monetary, this statement should indicate exactly to whom it is being paid.

12. Attach as Exhibit No. _____ a statement showing other broadcast interests of each new stockholder or partner.

N/A-No new stockholders.

13. Does the assignee (or transferee) propose to continue present program policies and schedules without substantial change? Yes ☒ No ☐

If the answer is "No", attach as Exhibit No. _____ a full statement showing a percentage breakdown in terms of types of programs, a composite week breakdown, a specific statement as to the amount of time to be used for commercial programs and a narrative account of new or proposed program policies.

14. In the following table, in all cases, the interest held before and after transfer must be given in terms of percentages. In the case of corporations, the interest must be stated in terms of shares of stock held as well as the percentage equivalent thereof.

NAME AND RESIDENCE OF STOCKHOLDER, PARTNER, ETC. (CITY AND STATE ONLY)	CITIZENSHIP	INTEREST HELD				TOTAL SHARES OUTSTANDING IF A CORPORATION	
		Before Transfer or Assignment		After Transfer or Assignment		Before Transfer or Assignment	After Transfer or Assignment
		Shares	%	Shares	%		
N/A-Assignment							

15. If legal counsel was employed in the preparation or presentation of this application, give name and mailing address For assignor (or transferor)

Martin R. Leader, Fisher, Wayland, Cooper & Leader; 2001 Pennsylvania Avenue, N.W., Suite 400, Washington, D.C. 20006-1851

For assignee (or transferee) Martin R. Leader, Fisher, Wayland, Cooper & Leader; 2001 Pennsylvania Avenue, N.W., Suite 400, Washington, D.C. 20006-1851

The applicants waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request consent to assignment of this license or transfer of control over the licensee corporation in accordance with this application. (See Section 304 of the Communications Act of 1934). The applicants represent that this application is not filed for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict. All the statements made in this application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The applicants, or the undersigned on the applicants' behalf, state that they endeavored to supply full and correct information as to all matters which are relevant to this application and that they have done so as to all matters within their own knowledge.

CERTIFICATION

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

HMW Communications, Inc.

(Name of Assignor (or Transferor))

By

(Signature)

Title President Date 2/3/94

WLWZ Licensee Subsidiary, Inc.

(Name of Assignee (or Transferee))

By

(Signature)

Title President Date 2/3/94

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.

FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACT

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended.

The principal purpose(s) for which the information will be used is to determine if the benefit requested is consistent with the public interest.

The staff, consisting variously of attorneys, accountants, engineers, and application examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing.

If all the information requested is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Your response is required to obtain this authority.

Accordingly, every effort should be made to provide all necessary information.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552 a (e)(3), AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

EXHIBITS furnished as required by this form

EXHIBIT NO.	QUESTION NO. OF FORM	NAME OF OFFICER OR EMPLOYEE (1) BY WHOM OR (2) UNDER WHOSE DIRECTION EXHIBIT WAS PREPARED (SHOW WHICH)	OFFICIAL TITLE
1	9, 11	Owen Weber (2)	President, Secretary and Treasurer
2	10	Owen Weber (2)	President, Secretary and Treasurer

DESCRIPTION OF TRANSACTION

The Commission previously approved the assignment of WLWZ (AM) /WLWZ-FM, Easley, South Carolina, to HMW Communications, Inc. from Voyager Communications V, Inc. (BAL-931122GH/BALH-931122GI). That transaction has not yet been consummated. In order to facilitate financing for the station acquisition, HMW Communications, Inc. is seeking authority by this application to assign the licenses from HMW Communications, Inc. to WLWZ License Subsidiary, Inc. immediately after consummation of the previously-approved assignment.

WLWZ License Subsidiary, Inc. is 100% owned by WLWZ Operating Company, Inc., which was created to hold the assets of the station. WLWZ Operating Company, Inc. is 100% owned by HMW Holdings No. 2, Inc., which is 100% owned by HMW Communications, Inc. These subsidiary corporations of HMW Communications, Inc. are all newly-formed corporations that presently have no other media interests. Since HMW Communications, Inc. has already been approved as the assignee, this application will not alter the ultimate control of the licenses. Should the stations be sold at some time in the future, the assets held by WLWZ Operating Company, Inc. will be transferred with the licenses.

WLWZ (AM) /WLWZ-FM
Easley, South Carolina
FCC Form 316
Exhibit 2

ASSIGNMENT AND ASSUMPTION AGREEMENT

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (this "Agreement") is made and entered into this 19th day of January, 1994, between HMW Communications, Inc. ("Grantor") and WMFR/WMAG Operating Company, Inc., WOIC/WNOK Operating Company, Inc., WLWZ Operating Company, Inc., and WRDU Operating Company, Inc. (each of WMFR/WMAG Operating Company, Inc., WOIC/WNOK Operating Company, Inc., WLWZ Operating Company, Inc., and WRDU Operating Company, Inc. being referred to herein as a "Grantee" and such companies being referred to collectively as the "Grantees"). Terms used herein and not otherwise defined shall have the meanings given them in the Purchase Agreement described below.

RECITALS:

WHEREAS, Voyager Communications V, Inc., a North Carolina corporation ("Seller"), and the Grantor have executed and delivered that certain Asset Purchase Agreement dated as of November 22, 1993 (the "Purchase Agreement"), which provides for the transfer by Seller to Grantor of substantially all the assets and properties used or held for use in connection with the ownership and operation of radio stations WMFR-AM/WMAG-FM in High Point, North Carolina (the "WMFR/WMAG Station"), WLWZ-AM/WLWZ-FM in Easley, South Carolina (the "WLWZ Station"), WRDU-FM in Wilson, North Carolina (the "WRDU Station"), and WOIC-AM/WNOK-FM in Columbia, South Carolina (the "WOIC/WNOK Station") (collectively, the "Stations"), and the assumption by Grantor of certain liabilities and obligations of the Stations, on the terms and conditions set forth in the Purchase Agreement; and

WHEREAS, the Grantor wishes to assign its rights to acquire the assets and properties used or held for use in connection with the operation of the respective Stations under the Purchase Agreement (other than the Grantor's rights thereunder to acquire the licenses granted by the FCC to the respective Stations) to the respective Grantees and to assign its obligation to assume certain liabilities and obligations of the respective Stations to the respective Grantees and the respective Grantees wish to acquire the assets and properties used or held for use in connection with the operation of the respective Stations and to assume

certain liabilities and obligations of the respective Stations.

NOW, THEREFORE, in consideration of the premises, the Grantor has CONVEYED, GRANTED, BARGAINED, SOLD, TRANSFERRED, SET OVER, ASSIGNED, ALIENATED, REMISED, RELEASED, DELIVERED and CONFIRMED and by this Agreement does CONVEY, GRANT, BARGAIN, SELL, TRANSFER, SET OVER, ASSIGN, ALIENATE, REMISE, RELEASE, DELIVER and CONFIRM unto

1. WMFR/WMAG Operating Company, all of the right, title and interest of the Grantor under the Purchase Agreement to acquire the "Station Assets" (as defined below) of the WMFR/WMAG Station (other than the WMFR/WMAG Licenses (as defined below));

2. WOIC/WNOK Operating Company, all of the right, title and interest of the Grantor under the Purchase Agreement to acquire all the Station Assets of the WOIC/WNOK Station (other than the WOIC/WNOK Licenses (as defined below));

3. WLWZ Operating Company, all of the right, title and interest of the Grantor under the Purchase Agreement to acquire all the Station Assets of the WLWZ Station (other than the WLWZ License (as defined below)); and

4. WRDU Operating Company, all of the right, title and interest of the Grantor under the Purchase Agreement to acquire the Station Assets of the WRDU Station (other than the WRDU License (as defined below));

As used herein, the "Station Assets" of a particular Station shall mean all of the assets, properties, interests and rights of the Seller of whatsoever kind and nature, real and personal, tangible and intangible, owned or leased by the Seller, as the case may be, wherever situated, which are used or held for use in the operation of such Station, other than the "Excluded Assets" (as defined in the Purchase Agreement). The broadcast licenses granted by the FCC to the WMFR/WMAG Station are referred to herein as the "WMFR/WMAG Licenses"; the broadcast licenses granted by the FCC to the WOIC/WNOK Station are referred to herein as the "WOIC/WNOK Licenses"; the broadcast license granted by the FCC to the WLWZ Station is referred to herein as the "WLWZ License"; and the broadcast license granted by the FCC to

the WRDU Station is referred to herein as the "WRDU License".

Each Grantee agrees to assume those obligations related to the Station Assets to be acquired by such Grantee that are required to be assumed under the Purchase Agreement.

Nothing in this Agreement, express or implied, is intended or shall be construed to confer upon, or to give to, any person, firm, or corporation, other than the parties hereto and their respective successors or assigns, any right or remedy under or by reason of this Agreement or any term, covenant, or condition hereof, and all of the terms, covenants, conditions, promises and agreements contained in this Agreement shall be for the sole and exclusive benefit of the parties hereto and their successors and assigns.

This Agreement may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts together shall constitute but one and the same instrument.

This Agreement, including, without limitation, the interpretation, construction, validity and enforceability thereof, shall be governed by the laws (other than the conflict of laws rules) of the State of North Carolina.

The effectiveness of this Agreement is conditioned on and is subject to the receipt of any required approval from the FCC.


[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be duly executed under seal as of the date first above written.


GRANTOR:

HMW COMMUNICATIONS, INC.

(Corporate Seal)

By: 
Name: Eric C. Neuman
Title: Vice President


ATTEST:

By: 
Name: Paul D. Stone
Title: Assistant Secretary


GRANTEES:

WMFR/WMAG OPERATING COMPANY,
INC.

(Corporate Seal)


By: 
Name: Eric C. Neuman
Title: Vice President

ATTEST:


By: 
Name: Paul D. Stone
Title: Assistant Secretary

WOIC/WNOX OPERATING COMPANY,
INC.

(Corporate Seal)


By: 
Name: Eric C. Neuman
Title: Vice President

ATTEST:


By: 
Name: Paul D. Stone
Title: Assistant Secretary

WLWZ OPERATING COMPANY, INC.

(Corporate Seal)

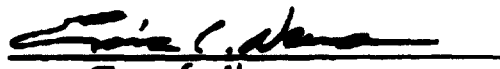
By: 
Name: Eric C. Neuman
Title: Vice President

ATTEST:


By: 
Name: Paul D. Stone
Title: Assistant Secretary

WRDU OPERATING COMPANY, INC.

(Corporate Seal)

By: 
Name: Eric C. Neuman
Title: Vice President

ATTEST:

By: 
Name: Paul D. Stone
Title: Assistant Secretary

FEDERAL COMMUNICATIONS COMMISSION
FEE PROCESSING FORM

FOR
FSE
ONLY

02 14 94 8250690 006

Please read instructions on back of this form before completing it. Section I covers concurrent actions which require you to list more than one Fee Type Code. This form must accompany all payments. Only one Fee Processing Form may be submitted legibly. All required blocks must be completed or application/filing will be rejected.

be completed. If you are applying for a concurrent action, you must also complete Section II. This form must accompany all payments. Only one application/filing may be submitted legibly. All required blocks must be completed or application/filing will be rejected.

SECTION I

APPLICANT NAME (Last, first, middle initial)

HMW Communications, Inc.

MAILING ADDRESS (Line 1) (Maximum 85 characters - refer to Instruction 20 on reverse of form)

c/o Fisher, Wayland: MRL

MAILING ADDRESS (Line 2) (If required) (Maximum 85 characters)

2001 Pennsylvania Avenue, N.W., Suite 400

CITY

Washington

STATE OR COUNTRY (If foreign address)

D.C.

ZIP CODE

20006-1851

CALL SIGN

WLWZ (AM)/WLWZ-FM

OTHER FCC IDENTIFIER

ORIGINAL

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in FCC Fee Filing Guides. Enter in Column (B) the Fee Multiple, if applicable. Enter in Column (C) the result obtained from multiplying the value of the Fee Type Code in Column (A) by the number entered in Column (B), if any.

(A)	(B)	(C)	
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	FOR FCC USE ONLY
(1) M D R		\$ 160.00	80.00

SECTION II

To be used only when you are requesting concurrent actions which result in a requirement to list more than one Fee Type Code.

(A)	(B)	(C)	
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	FOR FCC USE ONLY
(2)		\$	
(3)		\$	
(4)		\$	
(5)		\$	

ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (5), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE.

TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING
\$ 160.00

FOR FCC USE ONLY
160.00